

Counterparts - Kim Bartman

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

19321-1
1995-11-05 AM

December 5, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Memorandum of Master Equipment Lease Agreement, with Schedule 945 attached, dated as of November 30, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Master Equipment Lease Agreement duly filed with the Commission under Recordation Number 19321.

The names and addresses of the parties to the enclosed document are:

Lessor: Pitney Bowes Credit Corporation
201 Merritt Seven
Norwalk, Connecticut 06856-5151

Lessee: USX Corporation
600 Grant Street
Pittsburgh, Pennsylvania 15219

A description of the railroad equipment covered by the enclosed document is:

One (1) airside dump car USX 2603

Mr. Vernon A. Williams
December 5, 1995
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Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

MEMORANDUM
OF MASTER EQUIPMENT LEASE AGREEMENT

19321-9
1995 11 22 AM

On the date hereof, the parties hereto entered into that certain Master Equipment Lease Agreement No. 1801414 (the "Lease Agreement") dated as of February 5, 1993, and that certain Equipment Schedule No. 945 dated as of November 30, 1995 attached and incorporated by reference thereto, by and between Pitney Bowes Credit Corporation ("Lessor"), having a place of business located at 201 Merritt Seven, Norwalk, Connecticut 06856-5151, and USX Corporation ("Lessee"), having its principal place of business located at 600 Grant Street, Pittsburgh, Pennsylvania 15219 pursuant to which Lessor has leased to Lessee the Equipment described on Annex I hereto, subject to the terms and conditions of said Lease Agreement.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum to be duly executed in its respective corporate name and hereby declares under penalty of perjury that this Memorandum is a true and correct document and was executed as of the 30th day of November, 1995.

PITNEY BOWES CREDIT CORPORATION

USX CORPORATION

BY: Michael J. Levy

BY: R. R. Young

ITS: Michael J. Levy
Vice President
Credit/Operations

ITS: R. R. Young, Manager Leasing,
Marathon Oil Company as
authorized agent for USX Corporation



CORPORATE FORM OF ACKNOWLEDGEMENT

State of Ohio

SS:

County of Hancock

On this 30th day of November, 1995, before me personally appeared R. R. Young, to me personally known, who being by me duly sworn, says that he is the Manager, Leasing of Marathon Oil Company as authorized agent for USX Corporation, that said instrument was signed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sandra K. Stanton
Signature of Notary Public

My commission expires 4-26-97

Seal

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Connecticut)
) SS:
County of Fairfield)

On this 30th day of November, 1995, before me personally appeared Michael J. Leyh, to me personally known, who being by me duly sworn, says that he is the Vice President Credit/Operations of Pitney Bowes Credit Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Signature of Notary Public

RITA CONLIN
NOTARY PUBLIC
MY COMMISSION EXPIRES OCT. 31, 1999

My commission expires _____

Seal

ANNEX I
TO EQUIPMENT SCHEDULE NO. 945
UNDER MASTER LEASE AGREEMENT
DATED FEBRUARY 5, 1993
BETWEEN
PITNEY BOWES CREDIT CORPORATION, LESSOR
AND
USX CORPORATION, LESSEE

<u>Quantity</u>	<u>Manufacturer</u>	<u>Railcar No.</u>	<u>Description</u>	<u>Location</u>	<u>Serial Number</u>	<u>Lessor's Cost</u>	<u>Rent</u>
1	Difco	USX-2603	Air Side Dump Car	Mt. Iron, MN	2090-20	\$113,637.80	\$3,301.18